

EXHIBIT F

Proposed Form of Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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: **Chapter 11 Case No.**
: **08-13555 (JMP)**
: **(Jointly Administered)**
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In re
LEHMAN BROTHERS HOLDINGS INC., et al.,
Debtors.

**ORDER AWARDING INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES TO MCKENNA LONG & ALDRIDGE LLP**

Upon consideration of the Third Application of McKenna Long & Aldridge LLP for Allowance of Compensation and Reimbursement of Expenses (the "Third Interim Fee Application"), dated August 14, 2009, relating to the above-referenced bankruptcy case for the period from June 1, 2009 through September 30, 2009 (the "Third Interim Period") for the (i) allowance of compensation for professional services performed by McKenna Long & Aldridge LLP ("McKenna") during the Third Interim Period in the total amount of \$922,873.50; (ii) allowance of McKenna's actual and necessary expenses incurred during the Third Interim Period in the total amount of \$85,072.99; and (iii) payment of the twenty percent (20%) holdback withheld from payments of the Monthly Fee Statements, and after notice and hearing thereon, and sufficient cause appearing therefore, and capitalized terms used in this Order being given the same meanings as are ascribed to those terms in the Third Interim Fee Application, it is hereby

ORDERED that the Third Interim Fee Application is hereby granted; and it is further

ORDERED that McKenna is authorized to apply against such amounts the amounts previously paid to it in respect of the Third Interim Period pursuant to the Fee

Committee Order and the Third Amended Interim Compensation Procedures Order; and it is further

ORDERED that the Debtors pay to McKenna the twenty percent (20%) holdback withheld from the payment of Monthly Statements in the amount of \$184,574.70.

This _____ day of _____, 2009.

JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

Prepared and presented by:

McKENNA LONG & ALDRIDGE LLP

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